

PLAN AND AGREEMENT OF MERGER dated as of October 20, 1971, by and among COLT INDUSTRIES OPERATING CORP, a Delaware corporation ("CIOC"), BAYWAY TERMINAL CORPORATION, a New Jersey corporation ("Bayway"), HOLLEY INC. CARBURETOR, a Michigan corporation ("Holley"), CAROLOX COMPANY, a North Carolina corporation ("Carolox"), TECHNIK INCORPORATED, a New York corporation ("Technik"), MICKEY THOMPSON SPEED & CUSTOM, INC., a California corporation ("Thompson"), FASTCUT TOOL COMPANY, a Michigan corporation ("Fastcut"), H. & H. WILSON, INC., a California corporation ("Wilson"), MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation ("MTC"), HABER INDUSTRIES, INC., a Michigan corporation ("Haber"), BOWLING GREEN MANUFACTURING COMPANY, a Kentucky corporation ("Bowling"), PARIS MANUFACTURING COMPANY, a Tennessee corporation ("Paris"), and HOLCARB PUBLICATIONS, INC., a Michigan corporation ("Holcarb").

The Board of Directors of each of CIOC, Bayway, Holley, Carolox, Technik, Thompson, Fastcut, Wilson, MTC,

Haber, Bowling, Paris and Holcarb (the "Constituent Corporations") has deemed it advisable for the benefit of that corporation and for the benefit of its stockholder that Bayway, Holley, Carolox, Technik, Thompson, Fastcut, Wilson, MTC, Haber, Bowling, Paris and Holcarb (the "Merging Corporations") be merged into CIOC (the "Surviving Corporation") on the terms and conditions herein set forth and has approved this Plan and Agreement of Merger (the "Agreement").

The Constituent Corporations are duly organized and validly existing as corporations under the laws of the states indicated below, having been incorporated on the dates and under the names indicated below, and having on the date hereof authorized capital stock consisting of the number of shares of Common Stock with the par values indicated below of which the number of shares indicated below are issued and outstanding and entitled to one vote per share:

<u>Corporation</u>	<u>State and Date of Incorporation</u>	<u>Name under which Incorporated</u>	<u>Authorized Capital Stock (Consisting of (Common Stock)</u>	<u>Par Value</u>	<u>Shares of Common Stock Issued and Outstanding</u>
CIOC	Delaware Apr. 28, 1964	Fairmorco Corporation	10,000	\$1	1,000
Bayway	New Jersey Dec. 17, 1954	Bayway Terminal Corporation	200	No Par	200
Holley	Michigan Dec. 11, 1917	Holley Kerosene Carburetor Company	250,000	\$4	218,215
Carolox	North Carolina May 9, 1961	Carolox Company	100,000	\$1	50,000
Technik	New York Jan. 7, 1959	Technik Incorporated	200	No Par	100
Thompson	California Apr. 30, 1968	Mickey Thompson Speed & Custom, Inc.	100,000	\$1	8,771
Fastcut	Michigan Aug. 8, 1955	Fastcut Tool Company	50,000	\$1	5,044
Wilson	California Jan. 2, 1961	Orientronics	25,000	\$1	12,750
MTC	California Jun. 26, 1961	Larkin Machinery Company	2,000	\$100	300
Haber	Michigan Oct. 28, 1964	Weber Precision, Inc.	15,000	\$10	5,486
Bowling	Kentucky Jan. 9, 1951	Bowling Green Manufacturing Company	3,000	\$100	1,000
Paris	Tennessee Dec. 20, 1948	Paris Manufacturing Company	2,000	\$100	1,000
Holcarb	Michigan Jan. 4, 1935	Chandler-Groves Company	100	\$10	100

CIOC was qualified to do business in the following jurisdictions on the dates indicated: Michigan--May 14, 1964, New York--May 8, 1964, California--May 8, 1964, Tennessee--May 11, 1964, Kentucky--May 11, 1964, North Carolina--May 12, 1964, New Jersey--May 8, 1964.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein contained and for the purpose of describing the terms and conditions of the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), the method or mode of carrying the same into effect, the manner and basis of causing the shares of the Merging Corporations to constitute shares of the Surviving Corporation or of converting or exchanging the shares of the Merging Corporations into or for shares, bonds, obligations or other securities of the Surviving Corporation and such other details and provisions as are deemed necessary and desirable, the parties hereto have agreed, and do hereby agree, subject to the terms and conditions herein set forth, as follows:

ARTICLE I

1.01. The Merger. The "Effective Date of the Merger" shall be the later of (i) 12:00 midnight on October 31, 1971, or (ii) the date on which (a) this Agreement

shall have been filed pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 4119 of the General Corporation Law of the State of California, and Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky, (b) certificates of merger shall have been filed pursuant to Section 14A:10-7 of the Business Corporation Act of the State of New Jersey and Section 907 of the Business Corporation Law of the State of New York, and (c) articles of merger shall have been filed pursuant to Section 48-10.03 of the General Corporation Law of the State of Tennessee and Section 55-109 of the Business Corporation Act of the State of North Carolina. At the Effective Time of the Merger, the Merging Corporations shall be merged into the Surviving Corporation; the separate existence of the Merging Corporations shall cease; and the Surviving Corporation shall continue to exist under the name "Colt Industries Operating Corp" by virtue of and shall be governed by the laws of the State of Delaware.

1.02. Stockholder Action. This Agreement shall be submitted to the sole stockholder of each of the Constituent Corporations for adoption or approval by it.

1.03. Effect of Merger. At the Effective Time

of the Merger:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, as well of a public as of a private nature, and shall be subject to all the duties, liabilities, restrictions and disabilities of each of the Merging Corporations.

(b) All and singular, the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, of each of the Merging Corporations; all real, personal or mixed property, tangible or intangible, and all assets of each of the Merging Corporations; all debts due on whatever account to each of the Merging Corporations, including subscriptions for shares and all other choses in action; and all and every other interest, of or belonging to any of the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

(c) All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Merging Corporations, and the title to any real estate,

or any interest therein, whether by deed or otherwise, vested in any of such Merging Corporations, shall not revert or be in any way impaired by reason of this Merger. Any surplus which the Merging Corporations may have at the time of such Merger may be carried as surplus by the Surviving Corporation.

(d) All rights of creditors or of any persons against, liens upon, or security interests in the property of any of the Merging Corporations shall not in any way be lessened and shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Time of the Merger. The Surviving Corporation shall be responsible for all the debts, liabilities, duties, obligations and penalties of the respective Merging Corporations which may be enforced against the Surviving Corporation in the same manner and to the same extent as if incurred or contracted by or imposed upon it. The liabilities, obligations, claims or demands of or on any of the Merging Corporations or any shareholder, director or officer thereof shall not be affected, released or impaired and any claims existing, action or proceeding, whether civil or criminal, pending by or against any of the Merging Corporations or any

shareholder, director or officer thereof may be enforced, prosecuted, settled or compromised as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place and any judgment rendered against any of the Merging Corporations may be enforced against the Surviving Corporation.

(e) At any time or from time to time after the Effective Time of the Merger, as the Surviving Corporation shall deem necessary, the last acting officers or any of them of the respective Merging Corporations shall, in the name of the respective Merging Corporations, execute and deliver all such proper deeds, assignments, confirmations, assurances and other instruments and do all other things as the Surviving Corporation may deem necessary, proper or desirable in order to (i) vest, perfect, confirm or ratify the Surviving Corporation's title to and possession of all property, assets, rights, privileges, powers, franchises, and immunities, (ii) to evidence the fact that the separate existence of the respective Merging Corporations has ceased and (iii) to otherwise carry out the purposes of this Agreement.

(f) In furtherance of the foregoing, all corporate acts, plans, policies, approvals and authorizations of

the stockholder, Board of Directors, committees elected or appointed by the Board of Directors, officers or agents of the respective Merging Corporations which were valid and effective immediately prior to the Effective Time of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to the respective Merging Corporations. The employees and agents of the respective Merging Corporations shall become the employees and agents of the Surviving Corporation and shall continue to be entitled to the same rights and benefits, and subject to the same limitations, qualifications, rights of amendment, termination, reassignment or changes in assignment, reserved to the respective Merging Corporations, which they enjoyed and were subject to as employees and agents of the respective Merging Corporations.

All the above shall be effected as provided by the laws of Delaware, Michigan, New York, California, North Carolina, New Jersey, Tennessee, and Kentucky.

ARTICLE II

2.01. The Capital Stock of the Constituent Corporations. At the Effective Time of the Merger, the issued and then outstanding shares of Common Stock of each of the Merging Corporations shall not be converted or exchanged but shall be surrendered and canceled, and shares of the Surviving Corporation shall not be issued in exchange therefor; and the shares of the Surviving Corporation shall not be changed.

ARTICLE III

3.01. Certificate of Incorporation of Surviving Corporation. At the Effective Time of the Merger, the Certificate of Incorporation of CIOC in effect immediately prior to the Effective Time of the Merger shall become and continue to be the Certificate of Incorporation of the Surviving Corporation.

3.02. By-laws of Surviving Corporation. At the Effective Time of the Merger, the By-laws of CIOC as in effect immediately prior to the Effective Time of the Merger shall become and continue to be the By-laws of the Surviving Corporation.

3.03. Board of Directors of Surviving Corporation. At the Effective Time of the Merger, the persons constituting the Board of Directors of CIOC immediately prior to the

Effective Time of the Merger shall continue to be the directors of the Surviving Corporation and shall hold office until the annual meeting of stockholders of the Surviving Corporation next following the Effective Time of the Merger and until their successors shall have been elected and shall have qualified. If at the Effective Time of the Merger a vacancy shall exist on the Board of Directors, such vacancy may be filled in the manner provided by the By-laws of the Surviving Corporation as in effect at and after such time.

3.04. Officers of the Surviving Corporation. At the Effective Time of the Merger, the officers of CIOC in office immediately prior to the Effective Time of the Merger shall become and continue to be the officers of the Surviving Corporation, each to hold office in accordance with the By-laws of the Surviving Corporation as in effect at and after the Effective Time of the Merger.

ARTICLE IV

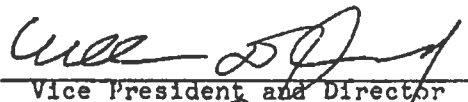
4.01. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart.


IN WITNESS WHEREOF, the President or Vice President and a majority of the Board of Directors of each of the

Constituent Corporations have executed and entered into this Agreement pursuant to Section 251(b) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky and Section 4118 of the General Corporation Law of the State of California and the Secretary or Assistant Secretary of each of the Constituent Corporations has attested the seal of each such Constituent Corporation impressed hereon.

COLT INDUSTRIES OPERATING CORP,

by


Vice President and Director

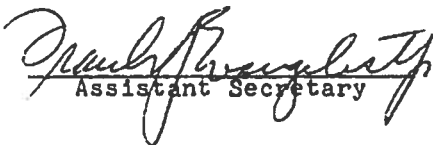

Director


Director

A majority of the Board of
Directors

[Seal]

Attest:


Assistant Secretary

BAYWAY TERMINAL CORPORATION,

by

Donald E. O'Keefe
President and Director

Wm. J. O'Keefe
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

HOLLEY INC. CARBURETOR,

by

Donald E. O'Keefe
President and Director

Wm. J. O'Keefe
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

CAROLOX COMPANY,

by

Paul Evangelist
President and Director

Will [Signature]
Director

Donald E. Okefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. Okefe
Secretary

TECHNIK INCORPORATED,

by

Paul Evangelist
President and Director

Will [Signature]
Director

Donald E. Okefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. Okefe
Secretary

MICKEY THOMPSON SPEED & CUSTOM, INC.,

by

Donald E. O'Keefe
President and Director

Will O'Keefe
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

FASTCUT TOOL COMPANY,

by

Donald E. O'Keefe
President and Director

Will O'Keefe
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

H. & H. WILSON, INC.,

by

Donald E. O'Keefe
President and Director

W. M. J. J.
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

MACHINERY TRADING CORPORATION
OF CALIFORNIA,

by

Donald E. O'Keefe
President and Director

W. M. J. J.
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

HABER INDUSTRIES, INC.,

by *Donald E. O'Keefe*
President and Director

W. M. [Signature]
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

BOWLING GREEN MANUFACTURING COMPANY,

by *Donald E. O'Keefe*
President and Director

W. M. [Signature]
Director

Donald E. O'Keefe
Director

A majority of the Board of
Directors

[Seal]

Attest:

Donald E. O'Keefe
Secretary

PARIS MANUFACTURING COMPANY,

by

Wm. L. Evangelist
President and Director

Wm. L. Evangelist
Director

Wm. L. Evangelist
Director

A majority of the Board of
Directors

[Seal]

Attest:

Wm. L. Evangelist
Secretary

HOLCARB PUBLICATIONS, INC.,

by

Wm. L. Evangelist
President and Director

Wm. L. Evangelist
Director

Wm. L. Evangelist
Director

A majority of the Board of
Directors

[Seal]

Attest:

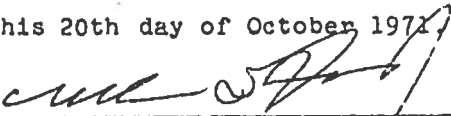
Wm. L. Evangelist
Secretary

The undersigned DO CERTIFY that they are the Vice President and Assistant Secretary, respectively, of COLT INDUSTRIES OPERATING CORP, a Delaware corporation, and DO FURTHER CERTIFY as follows:


1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between COLT INDUSTRIES OPERATING CORP and the other parties named therein was approved by resolution adopted by the Board of Directors of COLT INDUSTRIES OPERATING CORP, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of COLT INDUSTRIES OPERATING CORP, pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned do sign their names as Vice President and Assistant Secretary of COLT INDUSTRIES OPERATING CORP, this 20th day of October 1971



Vice President



Assistant Secretary

[Seal]

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared WILLIAM D. FORD and FRANK J. EVANGELIST, JR., both to me personally known, who, being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of COLT INDUSTRIES OPERATING CORP, a Delaware corporation, and that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the Vice President is his own proper handwriting, and that the signature of the Assistant Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the
President and Secretary, respectively, of

BAYWAY TERMINAL CORPORATION , a New Jersey
corporation, and DO FURTHER CERTIFY as follows:



1. The foregoing Plan and Agreement of Merger
(herein called the "Agreement") between BAYWAY
TERMINAL CORPORATION and the other parties
named therein was approved by resolution adopted by the
Board of Directors of BAYWAY TERMINAL CORPORATION
, and thereafter was executed by
signing, sealed and attested in accordance with the laws
of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the
sole holder of all the capital stock of BAYWAY
TERMINAL CORPORATION , pursuant to a written con-
sent of shareholder given in accordance with Section 14A:5-6(1)
of the Business Corporation Act of the State of New Jersey.

IN WITNESS WHEREOF, the undersigned do sign
their names as President and Secretary of

BAYWAY TERMINAL CORPORATION this 20th day of
October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

BAYWAY TERMINAL CORPORATION

a New Jersey corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and, both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

HOLLEY INC. CARBURETOR , a Michigan corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between HOLLEY INC.

CARBURETOR and the other parties named therein was approved by resolution adopted by the Board of Directors of HOLLEY INC. CARBURETOR , and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of HOLLEY INC.

CARBURETOR , pursuant to a written consent of shareholder given in accordance with Section 21.39(1) of the General Corporation Act of the State of Michigan.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of HOLLEY INC.

CARBURETOR this 20th day of October 1971.



Donald F. Evangelist
President
Donald F. Evangelist
Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

HOLLEY INC. CARBURETOR

a Michigan corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

CAROLOX COMPANY, a North Carolina corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between

CAROLOX COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of CAROLOX COMPANY

, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.


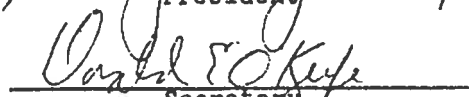
2. The Agreement thereafter was adopted by the sole holder of all the capital stock of

CAROLOX COMPANY, pursuant to a written consent of shareholder given in accordance with Section 55-63(c) of the Business Corporation Act of the State of North Carolina.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of CAROLOX

COMPANY this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me
personally known, who, being by me duly sworn, did say that
they are the President and Secretary, respectively, of

CAROLOX CORPORATION, a
North Carolina corporation; that the seal affixed to the
foregoing certificate of adoption of the Plan and Agreement
of Merger is the corporate seal of said corporation; that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors; and
both acknowledged that said instrument was the free act
and deed of said corporation, that the facts stated
therein are true, that the signature of the President is
his own proper handwriting and that the signature of the
Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the
President and Secretary, respectively, of
TECHNIK INCORPORATED, a New York
corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger
(herein called the "Agreement") between

TECHNIK INCORPORATED and the other parties
named therein was approved by resolution adopted by the
Board of Directors of TECHNIK INCORPORATED
, and thereafter was executed by
signing, sealed and attested in accordance with the laws
of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the
sole holder of all the capital stock of

TECHNIK INCORPORATED, pursuant to a written con-
sent of shareholder given in accordance with Section 615
of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned do sign
their names as President and Secretary of TECHNIK
INCORPORATED this 20th day of
October 1971.

[Seal]

Donald Evangelista
President
Donald O. Otey
Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me
personally known, who, being by me duly sworn, did say that
they are the President and Secretary, respectively, of

TECHNIK INCORPORATED

a New York corporation; that the seal affixed to the
foregoing certificate of adoption of the Plan and Agreement
of Merger is the corporate seal of said corporation; that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors; and
both acknowledged that said instrument was the free act
and deed of said corporation, that the facts stated
therein are true, that the signature of the President is
his own proper handwriting and that the signature of the
Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.


Notary Public

VERONICA MCCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

[Seal]


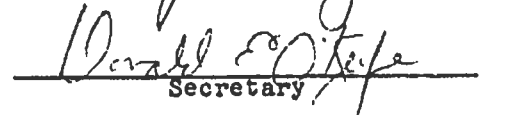
The undersigned DO CERTIFY that they are the President and Secretary, respectively, of MICKEY THOMPSON SPEED & CUSTOM, INC. , a California corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between MICKEY THOMPSON SPEED & CUSTOM, INC. and the other parties named therein was approved by resolution adopted by the Board of Directors of MICKEY THOMPSON SPEED & CUSTOM, INC. , and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of MICKEY THOMPSON SPEED & CUSTOM, INC. , pursuant to a written consent of shareholder given in accordance with Section 2239 of the General Corporation Law of the State of California.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of MICKEY THOMPSON SPEED & CUSTOM, INC. this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

MICKEY THOMPSON SPEED & CUSTOM, INC. ,

a California corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

FASTCUT TOOL COMPANY, a Michigan corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between

FASTCUT TOOL COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of FASTCUT TOOL COMPANY

, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.


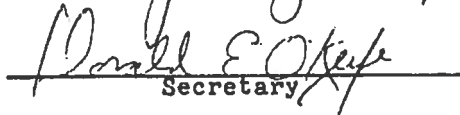
2. The Agreement thereafter was adopted by the sole holder of all the capital stock of

FASTCUT TOOL COMPANY, pursuant to a written consent of shareholder given in accordance with Section 21.39(1) of the General Corporation Act of the State of Michigan.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of

FASTCUT TOOL COMPANY this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me
personally known, who, being by me duly sworn, did say that
they are the President and Secretary, respectively, of

FASTCUT TOOL COMPANY

a Michigan corporation; that the seal affixed to the
foregoing certificate of adoption of the Plan and Agreement
of Merger is the corporate seal of said corporation; that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors; and
both acknowledged that said instrument was the free act
and deed of said corporation, that the facts stated
therein are true, that the signature of the President is
his own proper handwriting and that the signature of the
Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

H. & H. WILSON, INC. , a California corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between

H. & H. WILSON, INC. and the other parties named therein was approved by resolution adopted by the Board of Directors of H. & H. WILSON, INC.

, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

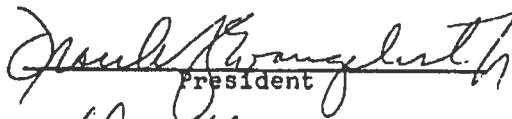

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of

H. & H. WILSON, INC. , pursuant to a written consent of shareholder given in accordance with Section 2239 of the General Corporation Law of the State of California.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of

H. & H. WILSON, INC. this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)


On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

H. & H. WILSON, INC.

a California corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]




Notary Public
VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between MACHINERY TRADING CORPORATION OF CALIFORNIA and the other parties named therein was approved by resolution adopted by the Board of Directors of MACHINERY TRADING CORPORATION OF CALIFORNIA, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of MACHINERY TRADING CORPORATION OF CALIFORNIA, pursuant to a written consent of shareholder given in accordance with Section 2239 of the General Corporation Law of the State of California.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of MACHINERY TRADING CORPORATION OF CALIFORNIA this 20th day of October 1971.


President

Secretary

[Seal]

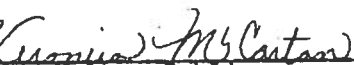
STATE OF NEW YORK,)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public
VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

HABER INDUSTRIES, INC. , a Michigan corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between

HABER INDUSTRIES, INC. and the other parties named therein was approved by resolution adopted by the Board of Directors of HABER INDUSTRIES, INC.



, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of

HABER INDUSTRIES, INC. , pursuant to a written consent of shareholder given in accordance with Section 21.39(1) of the General Corporation Act of the State of Michigan.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of HABER INDUSTRIES, INC. this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me
personally known, who, being by me duly sworn, did say that
they are the President and Secretary, respectively, of

HABER INDUSTRIES, INC.

a Michigan corporation; that the seal affixed to the
foregoing certificate of adoption of the Plan and Agreement
of Merger is the corporate seal of said corporation; that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors; and
both acknowledged that said instrument was the free act
and deed of said corporation, that the facts stated
therein are true, that the signature of the President is
his own proper handwriting and that the signature of the
Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires 12/31/73

[Seal]

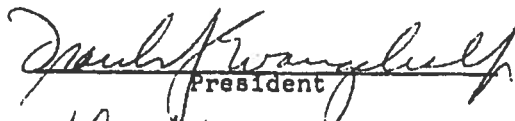

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of BOWLING GREEN MANUFACTURING COMPANY, a Kentucky corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between BOWLING GREEN MANUFACTURING COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of BOWLING GREEN MANUFACTURING COMPANY, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of BOWLING GREEN MANUFACTURING COMPANY, at a stockholders meeting held on October, 1971, after waiving notice of such meeting in writing all in accordance with Section 271.295 of the General Corporation Law of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of BOWLING GREEN MANUFACTURING COMPANY this 20th day of October 1971.

[Seal]


President

Secretary

STATE OF NEW YORK,)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

BOWLING GREEN MANUFACTURING COMPANY
a Kentucky corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA MCCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of PARIS MANUFACTURING COMPANY, a Tennessee corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between PARIS MANUFACTURING COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of PARIS MANUFACTURING COMPANY, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of PARIS MANUFACTURING COMPANY, pursuant to a written consent of shareholder given in accordance with Section 14-16.02 of the General Corporation Law of the State of Tennessee.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of PARIS MANUFACTURING COMPANY this 20th day of October 1971.

[Seal]

James F. Evangelopoulos
President
Donald E. O'Keefe
Secretary

STATE OF NEW YORK,)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

PARIS MANUFACTURING COMPANY,

a Tennessee corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA MCCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
New York County
March 30 1972

The undersigned DO CERTIFY that they are the President and Secretary, respectively, of

HOLCARB PUBLICATIONS, INC. , a Michigan corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Plan and Agreement of Merger (herein called the "Agreement") between

HOLCARB PUBLICATIONS, INC. and the other parties named therein was approved by resolution adopted by the Board of Directors of HOLCARB PUBLICATIONS, INC.

, and thereafter was executed by signing, sealed and attested in accordance with the laws of Delaware, Michigan, Kentucky and California.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of HOLCARB PUBLICATIONS, INC. , pursuant to a written consent of shareholder given in accordance with Section 21.39(1) of the General Corporation Act of the State of Michigan.

IN WITNESS WHEREOF, the undersigned do sign their names as President and Secretary of HOLCARB PUBLICATIONS, INC. this 20th day of October 1971.

[Seal]

Donald E. Kerk
President

Donald E. Kerk
Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR, and DONALD E. O'KEEFE, both to me personally known, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of

HOLCARB PUBLICATIONS, INC.

a Michigan corporation; that the seal affixed to the foregoing certificate of adoption of the Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

The foregoing Plan and Agreement of Merger, having been approved by resolutions adopted by the respective Boards of Directors of the Constituent Corporations, having thereafter been signed and executed by the respective Constituent Corporations pursuant to Section 251(b) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 4118 of the General Corporation Law of the State of California and Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky, having thereafter been adopted by the sole stockholder of each of the respective undersigned Constituent Corporations, and such facts having been certified thereon by the President or Vice President and the Secretary or Assistant Secretary of each of the Constituent Corporations under the seal thereof, all in accordance with the laws of the State of Delaware, the State of California, the State of Michigan and the Commonwealth of Kentucky, is hereby again executed pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Section 4118 of the General Corporation Law of the State of California, and Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky this 20th day of October 1971.

COLT INDUSTRIES OPERATING CORP,

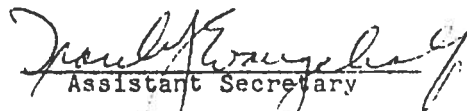
by


Vice President

[Seal]

Attest:


Assistant Secretary


Assistant Secretary

BAYWAY TERMINAL CORPORATION,

by

Frank Fonguelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

HOLLEY INC. CARBURETOR,

by

Frank Fonguelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

CAROLOX COMPANY,

by

Frank Fonguelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

TECHNIK INCORPORATED,

by

Frank Evangelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

MICKEY THOMPSON SPEED & CUSTOM, INC.,

by

Frank Evangelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

FASTCUT TOOL COMPANY,

by

Frank Evangelist
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

H. & H. WILSON, INC.,

by

Paul Krangeloff
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

MACHINERY TRADING CORPORATION OF
CALIFORNIA,

by

Paul Krangeloff
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

HABER INDUSTRIES, INC.,

by

Paul Krangeloff
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

BOWLING GREEN MANUFACTURING COMPANY,

by

Donald E. O'Keefe
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

PARIS MANUFACTURING COMPANY,

by

Donald E. O'Keefe
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

HOLCARE PUBLICATIONS, INC.,

by

Donald E. O'Keefe
President

Donald E. O'Keefe
Secretary

[Seal]

Attest:

Donald E. O'Keefe
Secretary

STATE OF NEW YORK,)
)
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared WILLIAM D. FORD and FRANK J. EVANGELIST, JR., both to me personally known, who, being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of COLT INDUSTRIES OPERATING CORP, a Delaware corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the Vice President is his own proper handwriting, and that the signature of the Assistant Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of BAYWAY TERMINAL CORPORATION, a New Jersey corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of HOLLEY INC. CARBURETOR, a Michigan corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA MCCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of CAROLOX COMPANY, a North Carolina corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true; that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of TECHNIK INCORPORATED, a New York corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

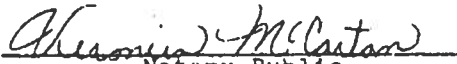
STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of MICKEY THOMPSON SPEED & CUSTOM, INC.

a California corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public
VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of FASTCUT TOOL COMPANY, a Michigan corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true; that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

Veronica McCartan
Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

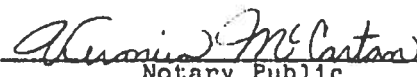
STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to
me personally known, who being by me duly sworn, did
say that they are the President and Secretary, respectively,
of H. & H. WILSON, INC.

a California corporation; that the seal affixed to
the foregoing Plan and Agreement of Merger is the corporate
seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority
of its Board of Directors; and both acknowledged that said
instrument was the free act and deed of said corporation,
that the facts stated therein are true, that the signature
of the President is his own proper handwriting and that the
signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of HABER INDUSTRIES, INC.

a Michigan corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true; that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

Veronica McCartan
Notary Public
VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of BOWLING GREEN MANUFACTURING COMPANY, a Kentucky corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


Notary Public

VERONICA MCCARTAN
Notary Public, State of New York
No. 317794225
Qualified in New York County
Expires March 20, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a
Notary Public in and for the State of New York, appeared
FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to
me personally known, who being by me duly sworn, did
say that they are the President and Secretary, respectively,
of PARIS MANUFACTURING COMPANY
a Tennessee corporation; that the seal affixed to
the foregoing Plan and Agreement of Merger is the corporate
seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority
of its Board of Directors; and both acknowledged that said
instrument was the free act and deed of said corporation,
that the facts stated therein are true, that the signature
of the President is his own proper handwriting and that the
signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day
and year aforesaid.

[Seal]


Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 317794225
Qualified in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 20th day of October 1971, before me, a Notary Public in and for the State of New York, appeared FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, both to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of HOLCARB PUBLICATIONS, INC.

a Michigan corporation; that the seal affixed to the foregoing Plan and Agreement of Merger is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and both acknowledged that said instrument was the free act and deed of said corporation, that the facts stated therein are true, that the signature of the President is his own proper handwriting and that the signature of the Secretary is his own proper handwriting.

GIVEN under my hand and seal of office the day and year aforesaid.




Notary Public

VERONICA McCARTAN
NOTARY PUBLIC, State of New York
No. 31-7794225
Qualified in New York County
Commission Expires March 30, 1972

1
Certificate of Agreement of Merger of the "BAYWAY TERMINAL CORPORATION",
a corporation organized and existing under the laws of the State of New Jersey,
"HOLLEY INC. CARBURETOR", "FASTCUT TOOL COMPANY", "HABER INDUSTRIES, INC."
and "HOLCARB PUBLICATIONS, INC.", corporations organized and existing under
the laws of the State of Michigan, "CAROLOX COMPANY", a corporation organized
and existing under the laws of the State of North Carolina, "TECHNIK
INCORPORATED", a corporation organized and existing under the laws
of the State of New York, "MICKEY THOMPSON SPEED & CUSTOM, INC."
"H. & H. WILSON, INC." and "MACHINERY TRADING CORPORATION OF CALIFORNIA",
corporations organized and existing under the laws of the State of California,
"BOWLING GREEN MANUFACTURING COMPANY", a corporation organized and existing
under the laws of the State of Kentucky, and "PARIS MANUFACTURING COMPANY",
a corporation organized and existing under the laws of the State of Tennessee,
merging with and into the "COLT INDUSTRIES OPERATING CORP ", a corporation
organized and existing under the laws of the State of Delaware, under the
name of "COLT INDUSTRIES OPERATING CORP ", as received and filed in this
office the twenty-seventh day of October, A.D. 1971, at 3 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation

will be governed by the laws of the State of Delaware.